

RECORDATION NO. 20646-W, X
FILED
JAN 5 '99 2-05 PM

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OF COUNSEL
URBAN A. LESTER

January 5, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of the following secondary documents: Memorandum of Lease Schedule No. 008, dated December 23, 1998 and a Memorandum of Lease Assignment and Assumption Agreement, dated as of December 23, 1998.

The enclosed documents relate to the Master Lease Agreement No. 114, schedules to which have previously been filed with the Board under Recordation Number 20646.

The names and addresses of the parties to the enclosed documents are:

Lease Schedule No. 008

Lessor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

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SERVICE SECTION

Vernon A. Williams
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Lease Assignment and Assumption Agreement

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignee: Star Bank, National association
425 Walnut Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed documents is:

seventeen (17) railcars bearing AEX reporting marks and road numbers set forth on Exhibit A attached thereto.

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 20646-7 FILED

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**MEMORANDUM OF LEASE
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Lease Assignment and Assumption Agreement made and entered into as of December 23, 1998 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Lessor, has entered into that certain Lease Schedule No. 008 (the "Schedule") to Master Lease Agreement No. 114 (the "Lease") dated March 13, 1997, with The Andersons, Inc., as Lessee, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Lease and the railroad equipment subject to that Lease.
3. This Memorandum of Lease Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute on instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

Title: **John V. Handelsman**
President and CEO

STAR BANK, NATIONAL ASSOCIATION

By: 

Title: VP

STATE OF Ohio)
COUNTY OF Butler) SS

On this 29th day of December, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

STATE OF OH)
COUNTY OF Hamilton) SS

On this 28th day of December, 1998 before me personally appeared Kim Trombetta, to me personally known, who being duly sworn, says that he/she is the Vice President of Star Bank, N.A., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michael P. Dickman
Notary Public

My commission expires:

MICHAEL P. DICKMAN
Notary Public, State of Ohio
My Commission Expires July 23, 2003

Exhibit A

Equipment Location:

480 West Dussel Drive
Maumee, Ohio 43537
Lucas County

Nine (9) 1980 ACF 4750 cu. ft. grain hoppers 60' in length by 10'8" in width

Current Car No.	Previous Car No.
AEX000629	ELCX004701
AEX000630	ELCX004702
AEX000631	ELCX004704
AEX000632	ELCX004706
AEX000633	ELCX004708
AEX000634	ELCX004709
AEX000636	ELCX004711
AEX000637	ELCX004712
AEX000638	ELCX004713

Eight (8) 1979 Thrall 4750 cu. ft. grain hoppers 58' in length by 10'8" in width

Current Car No.	Previous Car No.
AEX000642	BSTX001000
AEX000643	BSTX001001
AEX000644	BSTX001002
AEX000646	BSTX001004
AEX000652	BSTX001010
AEX000654	BSTX001013
AEX000665	BSTX001024
AEX000667	BSTX001026